

Malcolm M. Mitchell, Jr. (VSB No. 18098)
Suparna Banerjee (VSB No. 67929)
Kara D. Lehman (VSB No. 68359)
Vorys, Sater, Seymour and Pease LLP
277 South Washington Street, Suite 310
Alexandria, VA 22314
Telephone: 703-837-6999
Facsimile: 703-549-4492
mmmitchell@vorys.com
Counsel for Polaris Circuit City, LLC

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION**

-----X)	
In re:)	Chapter 11
)	
CIRCUIT CITY STORES, INC., <i>et al.</i> ,)	Case No. 08-35653-KRH
)	
Debtors.)	Jointly Administered
)	Judge Kevin R. Huennekens
-----X		

**MOTION AND SUPPORTING MEMORANDUM OF POLARIS
CIRCUIT CITY, LLC FOR AN ORDER (A) COMPELLING
DEBTOR TO IMMEDIATELY PAY ADMINISTRATIVE RENT
PURSUANT TO 11 U.S.C. §§ 365(d)(3) AND 503 (b), AND
(B) GRANTING RELATED RELIEF**

COMES NOW Polaris Circuit City, LLC (“Polaris”), by and through its counsel, Vorys, Sater, Seymour and Pease LLP, and hereby moves this Court to enter an order, substantially in the form attached hereto as “Exhibit C,” (a) authorizing and directing Circuit City Stores, Inc., one of the debtors in the above-captioned bankruptcy cases (the “Debtor”) to immediately pay outstanding administrative rent in the amount of \$94,377.20 owed to Polaris pursuant to Sections 365(d)(3) and 503(b) of Chapter 11 of Title 11 of the United States Code, §§ 101-1532 (as

amended, the “Bankruptcy Code”), and (b) granting related relief, as more specifically described herein (the “Motion”). In support of this Motion, Polaris respectfully states as follows.

JURISDICTION AND VENUE

1. This Court has jurisdiction over this Motion pursuant to 28 U.S.C. §§ 157 and 1334. This matter is a core proceeding pursuant to 28 U.S.C. § 157(b)(2).

BASES FOR RELIEF

2. The statutory bases for the relief requested herein are Sections 365(d)(3) and 503(b)(1)(A) of the Bankruptcy Code.

BACKGROUND

3. Polaris is the lessor and landlord of certain nonresidential real property located in Columbus, Ohio (the “Leased Premises”).

4. Pursuant to a lease dated June 15, 2004 (the “Lease”), Polaris leases the Leased Premises to the Debtor. A true and accurate copy of the Lease is attached hereto as “Exhibit A.”

5. Pursuant to the Lease, the Debtor was required to pay, on the first day of November 2008, base rent and other monthly charges in the total aggregate amount of \$55,516.00 (the “November Rent”).

6. On November 10, 2008 (the “Petition Date”), the Debtor and various of its debtor affiliates filed their respective voluntary petitions for relief under Chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the Eastern District of Virginia, Richmond Division (the “Bankruptcy Court”).

7. The Debtor currently remains in possession of, and enjoys the use and occupancy of, the Leased Premises.

8. The Debtor has not paid the November Rent, and, most importantly for the purpose of this Motion, has failed to pay the portion of the November Rent comprised of the “stub” administrative rent and other related charges due and owing under the Lease for the post-petition period commencing upon November 10, 2008 and ending upon November 30, 2008, in the total aggregate amount of \$38,861.20 (the “November Administrative Rent”). The Debtor has also failed to pay the administrative rent and related charges due and owing under the Lease for the post-petition period commencing upon December 1, 2008 and ending on December 31, 2008, in the total aggregate amount of \$55,516.00. Copies of the Invoices showing the complete breakdown of the November Administrative Rent and December Administrative Rent due and owing to Polaris are attached hereto collectively as “Exhibit B.” The sum of the outstanding November Administrative Rent and December Administrative Rent is \$94,377.20 (the “November and December Administrative Rent”).

RELIEF SOUGHT

9. Polaris seeks this Court’s entry of an order, substantially in the form attached hereto as “Exhibit C,” (a) authorizing and directing the Debtor to immediately pay the November and December Administrative Rent owed to Polaris pursuant to Sections 365(d)(3) and 503(b) of the Bankruptcy Code, (b) authorizing and directing the Debtor to reimburse Polaris for all of its reasonable and actual attorneys’ fees and costs incurred in preparing and prosecuting this Motion due to the Debtor’s failure to comply with the terms of the Lease and Sections 365(d)(3) and 503(b) of the Bankruptcy Code, (c) authorizing and directing the Debtor to make all future monthly payments of administrative rent and related charges to Polaris in full on or before the first day of the month for which such administrative rent and related charges accrue, and to pay

the real estate taxes as the same become due, all as required by the Lease, and (d) granting such other and further relief as this Court deems just and proper.

ARGUMENT

10. Section 365(d)(3) of the Bankruptcy Code provides, in relevant part, as follows:

The trustee shall *timely perform all the obligations of the debtor* arising from and after the order for relief under any unexpired lease of nonresidential real property, until such lease is assumed or rejected, notwithstanding section 503(b)(1) of [Title 11 of the Bankruptcy Code].

11 U.S.C. § 365(d)(3) (emphasis added).

11. The unique position of the nonresidential real property lessor during the post-petition, pre-rejection period is recognized and addressed by Section 365(d)(3) of the Bankruptcy Code and reinforced through case law. As a landlord is compelled to continue post-petition performance, “the provisions of §§ 365(b)(1) and 365(d)(3) unambiguously grant priority status to this class of involuntary claimant.” In re Pudgie’s Dev. of NY, Inc., 202 B.R. 832, 836 (Bankr. S.D.N.Y. 1996). By explicitly calling for timely payment of all nonresidential property lease obligations, Section 365(d)(3) protects these lessors from the specter of ever-increasing losses during the post-petition, pre-rejection period. In In re Pudgie’s, the U.S. Bankruptcy Court for the Southern District of New York strictly construed Section 365(d)(3) to hold that nonresidential real property lessors are entitled to immediate payment of post-petition, pre-rejection rent at the full rate expressed in the lease.

12. This Court and other jurisdictions have repeatedly held that Section 365(d)(3) requires the timely payment of post-petition rent as an administrative expense at the full contract rate. See In re Trak Auto Corporation, 277 B.R. 655, 665 (Bankr. E.D. Va. 2002) (“Until the debtor’s leases are rejected, debtor is required to pay rent to the landlord from the date the bankruptcy petition is filed until the date the lease is rejected”), rev’d on other grounds, 367 F.3d

237 (4th Cir. 2004). Indeed, the court in Trak Auto specifically recognized that “[a] landlord may move to compel payment of pre-rejection rent under § 365(d)(3).” Id. at 669; *see also In re Best Products Company, Inc.*, 206 B.R. 404 (Bankr. E.D. Va. 1997) (“Congress enacted § 365(d)(3) to guarantee that landlords would not be placed at a disadvantage for providing post-petition services in the debtor”); Child World, Inc. v. Campbell/Massachusetts Trust (In re Child World, Inc.), 161 B.R. 571, 575 (S.D.N.Y. 1993) (Section 365(d)(3) fixes “the amount to be paid by debtor-tenants pending assumption or rejection of the lease at the amount provided in the lease . . . and by requiring these payments to be paid at the time required in the lease)); In re Financial News Network, Inc., 149 B.R. 348, 352 n.4 (Bankr. S.D.N.Y. 1993).

13. In light of the Debtor’s failure to pay the November and December Administrative Rent to Polaris, absent an order from this Court, the Debtor will likely continue to ignore its post-petition obligations under the Lease in violation of the Bankruptcy Code. Accordingly, this Court should enter an order not only directing the Debtor to immediately pay the November and December Administrative Rent due to Polaris pursuant to Sections 365(d)(3) and 503(b) of the Bankruptcy Code, but also requiring the Debtor to timely pay all future administrative rent and related charges, including real estate taxes, that arise under the Lease on a post-petition basis.

14. Furthermore, Paragraph 34(f) of the Lease provides that the Debtor is obligated to promptly reimburse Polaris for all reasonable and actual legal fees incurred in connection with enforcing the Lease after the Debtor defaults on its obligations under the Lease. Accordingly, Polaris requests that the Debtor be directed to pay the attorneys’ fees and costs incurred by Polaris in connection with filing and prosecution this Motion.

NOTICE

15. Notice of this Motion will be given to (i) counsel to the Debtors, (ii) the Office of the United States Trustee for the Eastern District of Virginia, Richmond Division, and (iii) all parties that have requested notice of papers pursuant to Rule 2002 of the Federal Rules of Bankruptcy Procedure. Polaris submits that no other or further notice of this Motion is required.

WAIVER OF MEMORANDUM OF LAW

16. Polaris respectfully requests that this Court treat this Motion as a written memorandum of points and authorities or waive any requirement that this Motion be accompanied by a written memorandum of points and authorities as described in Rule 9013-1(G) of the Local Rules of the U.S. Bankruptcy Court for the Eastern District of Virginia.

NO PRIOR REQUEST

17. No previous motion for the relief sought herein has been made to this Court or any other court.

WHEREFORE, Polaris respectfully requests entry of an order, substantially in the form attached hereto as "Exhibit C," (i) authorizing and directing the Debtor to (a) immediately pay the November and December Administrative Rent owed to Polaris pursuant to Sections 365(d)(3) and 503(b) of the Bankruptcy Code, (b) reimburse Polaris for all of its reasonable and actual attorneys' fees and costs incurred in preparing and prosecuting this Motion due to the Debtor's failure to comply with the terms of the Lease and Sections 365(d)(3) and 503(b) of the Bankruptcy Code, (c) to make all future monthly payments of administrative rent and related charges to Polaris in full on or before the first day of the month for which such administrative rent and related charges become due under the Lease, and to pay the real estate taxes as the same

become due, as required by the Lease, and (ii) granting such other and further relief as the Court deems just and proper.

Dated:: December 3, 2008
Alexandria, Virginia

/s/ Malcolm M. Mitchell, Jr.

Malcolm M. Mitchell, Jr. (VSB No. 18098)

Suparna Banerjee (VSB No. 67929)

Kara D. Lehman (VSB No. 68359)

Vorys, Sater, Seymour and Pease LLP

277 South Washington Street, Suite 310

Alexandria, VA 22314

Telephone: 703-837-6999

Facsimile: 703-549-4492

mmmitchell@vorys.com

Counsel for Polaris Circuit City, LLC

CERTIFICATE OF SERVICE

I hereby certify that on December 3, 2008, a true and complete copy of the foregoing *Motion and Supporting Memorandum of Polaris Circuit City, LLC for an Order (A) Compelling Debtor to Immediately Pay Administrative Rent Pursuant to 11 U.S.C. §§ 365(d)(3) and 503(b), and (B) Granting Related Relief* was served by either First Class Mail, postage prepaid and/or by electronic delivery to all of the parties on the attached Service List in accordance with the Order entered in this case on November 13, 2008, *Establishing Certain Notice, Case Management, and Administrative Procedures*.

/s/ Malcolm M. Mitchell, Jr.

NAME	ATTENTION	ADDRESS1	ADDRESS2	ADDRESS3	CITY	STATE	ZIP	COUNTRY	PHONE	FAX	Email	Party/Function
CIRCUIT CITY STORES, LLC	REGINALD D. HEDGEBETH STATE CORPORATION COMMISSION	9950 MAYLAND DRIVE TYLER BUILDING			RICHMOND	VA	23233		804-486-4000	804-527-4164		Debtor
COMMONWEALTH OF VIRGINIA CORPORATE SALES AND USE EMPLOYER WITHHOLDING, AND LITTER TAX DEPARTMENT OF JUSTICE CIVIL DIVISION	VIRGINIA DEPARTMENT OF TAXATION ATTN: DIRECTOR	3600 WEST BROAD STREET COMMERCIAL LITIGATION BRANCH	1300 E. MAIN STREET		RICHMOND	VA	23219		804-371-9967	804-371-9734		Government Agency
ENVIRONMENTAL PROTECTION AGENCY	ATTN: DIRECTOR	1650 ARCH STREET 1200 PENNSYLVANIA AVENUE NW	P.O. BOX 875	BEN FRANKLIN STATION	RICHMOND	VA	23230-4915		804-367-8037	804-254-6111		Government Agency
ENVIRONMENTAL PROTECTION AGENCY	DIANA SAENZ OFFICE OF GENERAL COUNSEL	1200 PENNSYLVANIA AVENUE NW	SUITE 4209 1300 PENNSYLVANIA AVENUE, N.W.		WASHINGTON	DC	20044		202-514-7164	202-307-0494		Government Agency
ENVIRONMENTAL PROTECTION AGENCY		U.S. EPA MAILCODE 2377R	200 STATE STREET, 2ND FLOOR		WASHINGTON	DC	20004		215-814-2625	215-814-3005		Government Agency
FTI CONSULTING, INC.	MR. ROBERT J. DUFFY	MR. STEPHEN COULOMBE			WASHINGTON	DC	20004		202-272-0167	202-501-0461		Government Agency
INTERNAL REVENUE SERVICE	ATTN: L. LORELLO	400 N 8TH STREET BOX 76			BOSTON	MA	02109		617-897-1500	617-897-1510		Financial Advisors
KIRKLAND & ELLIS LLP	ATTN: LINDA K MYERS ESQ	200 E RANDOLPH DR			RICHMOND	VA	23219		804-916-8064	804-916-8198		Government Agency
KURTZMAN CARSON CONSULTANTS LLC	EVAN GERSHBEIN	2335 ALASKA AVENUE			CHICAGO	IL	60601		312-861-2200			Counsel to Debtors
KUTAK ROCK LLP	PETER J. BARRETT	1111 EAST MAIN STREET	SUITE 800		EL SEGUNDO	CA	90245		310-923-9000	310-923-9133		Claims Agent
LECLAIR RYAN	ATTN: BRUCE MATSON ESQ	RIVERFRONT PLAZA E TOWER			RICHMOND	VA	23219		804-343-5237	804-783-6192	peter.barrett@kutakrock.com	Counsel for DIP Agents
MCGUIREWOODS, LLP	ATTN: DION W. HAYES	901 E CARY ST.	951 E BYRD ST 8TH FL		RICHMOND	VA	23219		804-775-1000	804-775-1061		Debtor's Local Counsel
NATIONAL ASSOCIATION OF ATTORNEYS GENERAL	KAREN CORDRY, ESQ.	NAAG BANKRUPTCY COUNSEL	ONE JAMES CENTER 2030 M STREET, N.W., 8TH FLOOR		WASHINGTON	DC	20036		202-326-5025	202-331-1427	keordry@naag.org	Government Agency
OFFICE OF THE ATTORNEY GENERAL	BOB McDONNELL	STATE OF VIRGINIA 1111 EAST BROAD STREET, 4TH FLOOR	900 E. MAIN ST.		RICHMOND	VA	23219		804-786-2071	804-786-1991		Government Agency
OFFICE OF THE SECRETARY OF THE COMMONWEALTH					RICHMOND	VA	23219		804-786-2441	804-371-0017		Government Agency
OFFICE OF THE U.S. TRUSTEE OFFICE OF THE UNITED STATES TRUSTEE	ROBERT B. VAN ARSDALE	701 E. BROAD ST. 600 EAST MAIN STREET, SUITE 301	SUITE 4304		RICHMOND	VA	23219-1888		804-771-2310	804-771-2330		US Trustee
PACHULSKI STANG ZIEHL & JONES LLP	JEFFREY N POMERANTZ ESQ	10100 SANTA MONICA BLVD 11TH FL			RICHMOND	VA	23219		804-771-2310	804-771-2330		United States Trustee Counsel for The Official Committee of Unsecured Creditors
PACHULSKI STANG ZIEHL & JONES LLP	ROBERT J FEINSTEIN ESQ	780 THIRD AVE 36TH FL FLOOR			LOS ANGELES	CA	90067-4100		310-277-5910	310-201-0760	pomerantz@pszlaw.com	Counsel for The Official Committee of Unsecured Creditors
RIEMER & BRAUNSTEIN LLP	DAVID S. BERMAN	THREE CENTER PLAZA, 6TH FLOOR			NEW YORK	NY	10017		212-561-7700	212-561-7777	reinstein@pszlaw.com	Counsel to Prepetition Lenders/Counsel to Postpetition Lenders
SECRETARY OF TREASURY SECURITIES & EXCHANGE COMMISSION	ATTN: BANKRUPTCY UNIT	15TH & PENNSYLVANIA AVENUE, N.W.			BOSTON	MA	02108		617-523-9000	617-880-3456		Government Agency
SECURITIES & EXCHANGE COMMISSION	NATHAN FUCHS, ESQ.	15TH & PENNSYLVANIA AVENUE, N.W.			WASHINGTON	DC	20020		202-622-2000	202-622-6415		Government Agency
COMMISSION	PATRICIA SCHRAGE, ESQ.	NEW YORK OFFICE	BRANCH/REORGANIZATI ON		WASHINGTON	DC	20020		202-942-0900	202-942-9625		Government Agency
					NEW YORK	NY	10279		646-428-1883	646-428-1979		Government Agency

Name	Notice Name	Address 1	Address 2	City	State	ZIP	Country	Phone	Fax	Email	Party/Function
Allen & Overy LLP	Ken Coleman	1221 Avenue of the Americas		New York	NY	10020		212-610-6300	212-610-6399	Ken.Coleman@allenoverly.com	Counsel for Alvarez & Marsal Canada ULC
Andrew S Conway Esq	Timothy F Brown Esq	200 E Long Lake Rd Ste 300		Bloomfield Hills	MI	48304		248-268-7427		Aconway@taubman.com	Counsel for the Taubman Landlords
Arent Fox LLP	Mary Jeanne Dowd Esq	1050 Connecticut Ave NW		Washington	DC	20036				brown.timothy@arentfox.com	
Arnall Golden Gregory LLP	Darryl S Luddin	171 17th St NW Ste 2100		Atlanta	GA	30363-1031		202-857-6000	202-857-6395	david.mano@arentfox.com	Counsel for F.R.O., L.L.C. IX
Attorney General of New Jersey	Frank N White	Richard J Hughes Justice Complex	PO Box 106 25 Market St	Trenton	NJ	08625-0119		404-873-8120	404-873-8121	gluddin@tda.com	Counsel for Verizon Communications Inc.
Attorney General of the United States	Anne Milgram	Main Justice Building Rm 5111	10th St and Constitution Ave NW	Washington	DC	20530		609-777-3432		frank.white@agc.com	Counsel for the State of New Jersey, Division of Taxation and Department of Labor
Attorney General of the United States	Richard F Slein	Main Justice Building Rm 5111	10th St and Constitution Ave NW	Washington	DC	20530					Counsel for the United States of America
Attorney General of the United States	Robert K Coulter	Main Justice Building Rm 5111	10th St and Constitution Ave NW	Washington	DC	20530					Counsel for the United States of America
Attorney General of the United States	Robert P McIntosh	Main Justice Building Rm 5111	10th St and Constitution Ave NW	Washington	DC	20530		804-819-5400	804-819-7417		Counsel for the United States of America
Ball Janik LLP	Justin D Leonard	101 SW Main St Ste 1100		Portland	OR	97204		503-228-2525	503-295-1058	leonard@balljanik.com	Counsel for Andrews Electronics
Ballard Spahr Andrews & Ingersoll LLP	Constantinos G Panagopoulos Esq	13215 E Penn St Ste 510		Whittier	CA	90602-1797		202-861-2200	202-861-2299	cap@ballardspahr.com	Counsel for Centro Properties Group and Federal Realty Investment Trust
Ballard Spahr Andrews & Ingersoll LLP	Charles W Chotwacs Esq	601 13th St NW	Ste 1000 South	Washington	DC	20005				chotwacs@ballardspahr.com	
Ballard Spahr Andrews & Ingersoll LLP	David L Pollack Esq	Mellon Bank Ctr 51st Fl	1735 Market St	Philadelphia	PA	19103		215-864-8325	215-864-9473	pollack@ballardspahr.com	Counsel for Centro Properties Group and Federal Realty Investment Trust
Bean Kinney & Korman PC	Jeffrey Meyers Esq	2300 Wilson Blvd 7th Fl		Arlington	VA	22201		703-525-4000	703-525-2207	meyers@ballardspahr.com	Counsel for Tysons 3 LLC; The Ziegler Companies LLC; Madison Waldorf LLC
Bewley Lassleben & Miller LLP	Jesse N Silverman Esq	13215 E Penn St Ste 510		Whittier	CA	90602-1797		562-698-9771	562-698-9771	Mweitzman@beankinney.com	Counsel for The Irvine Company LLC
Binder & Malter LLP	Ernie Zachary Park	2775 Park Ave		Santa Clara	CA	95050		215-569-5507	215-832-5507	ernie.park@bevelaw.com	Counsel for Envision Peripherals, Inc.; Daly City Partners L.P.
Blank Rome LLP	Julie H Rome Banks Esq	One Logan Sq		Philadelphia	PA	19103		703-691-1235	703-691-3913	julie@bindermltr.com	Counsel for Celco Partnership, Affiliated license holders dba Verizon Wireless
Blankenship & Keith PC	Regina Stango Kelton Esq	4020 University Dr Ste 300		Fairfax	VA	22030		516-677-8200x225		kelton@blankrome.com	Counsel for ACCO Brands Corporation
Borges & Associates LLC	William H Castelfrere Jr Esq	575 Underhill Blvd Ste 118		Syosset	NY	11791		614-227-2300	614-227-2390	lucian@blankrome.com	Counsel for Sharp Electronics Corporation
Bricker & Eckler LLP	Jeremy B Root Esq	100 S Third St		Columbus	OH	43215		856-812-8900	856-853-9933	root@bklaewa.com	Counsel for Expesite LLC
Brown Connery LLP	Wanda Borges Esq	6 N Broad St Ste 100		Woodbury	NJ	08096		415-227-0900	415-227-0770	kborgeslawfirm@aol.com	Counsel for SAP Retail, Inc. and Business Objects
Buchhalter Nemer A Professional Corporation	Andrea M Beckham	333 Market St 25th Fl		San Francisco	CA	94105-2126		516-328-5121	516-328-5129	abeckham@bricker.com	Counsel for Premier Retail Networks, Inc.
Canon USA Inc	Donald K Ludman	1 Canon Plz		Lake Success	NY	11042		804-644-1400	804-225-8706	dudman@brownconnery.com	Canon U.S.A., Inc.
Cantor Arkema PC	Ruth Weinstein	PO Box 561	1111 E Main St 16th Fl	Richmond	VA	23218-0561		813-223-7000	813-229-4133	rweinstein@canon.com	Counsel for Dental Family Limited Partnership
Carlton Fields PA	David K Spiro Esq	4221 W Boy Scout Blvd 10th Fl		Tampa	FL	33607-5736		704-332-5654	704-332-6238	dsapiro@cantorarkema.com	Counsel for Amore Construction Company
Carroll & Carroll PLLC	Neil E McCullagh Esq	831 E Morehead St Ste 440		Charlotte	NC	28202		912-652-7110	912-652-7101	nmccullagh@carltonfields.com	Counsel for Alliance-Rocky Mount, LLC
Chatham County Tax Commissioner	John J Lamoureux Esq	PO Box 8321		Savannah	GA	31412				lamoureux@carltonfields.com	Chatham County Tax Commissioner
Christian & Barton LLP	Scott P Carroll Esq	PO Box 8321		Savannah	GA	31412				carroll@carrolllaw.com	Counsel for Lexmark International, Inc.; Gateway Center Properties III, LLC; SMR Gateway III, LLC; Union Square Retail Trust; Whitestone Development Partners, L.P.; CC-Investors 1995-6; M.I.A. Brookhaven, LLC
Ciardi Ciardi & Asin PC	Daniel T Powers	Augustus C Eppe Jr Esq		Richmond	VA	23219		215-557-3550	215-557-3551	ciardi@ciardiandlaw.com	Counsel for Little Britain Holding, LLC
Cole Scholz Meisel Forman & Leonard PA	Michael D Mueller Esq	300 E Lombard St Ste 2000		Baltimore	MD	21202		410-528-2572	410-230-0667	dean@colescholz.com	Counsel for Faber Bros, Inc.
Connolly Bove Lodge & Hutz LLP	Jennifer M McLemore Esq	909 E Main St Ste 1200		Richmond	VA	23219		302-658-9141	302-658-0380	mmueller@coblaw.com	Counsel for Inland Southwest Management LLC; Inland American Retail Management LLC; Inland US Management LLC; Inland Pacific Property Services LLC; Inland Commercial Property Management, Inc.; and Inland Continental Property Management Corp.
	Noelle M James Esq	One Commerce Sq Ste 1930		Philadelphia	PA	19103				noelle@coblaw.com	
	Thomas D Bielli Esq	300 E Lombard St Ste 2000		Baltimore	MD	21202				bielli@ciardiandlaw.com	
	G David Dean Esq	PO Box 2207	1007 N Orange St	Wilmington	DE	19899				ddean@colescholz.com	
	Karen C Bifferato Esq									kbifferato@cblh.com	
	Christina M Thompson Esq									ctompson@cblh.com	

Circuit City Stores, Inc.
Rule 2002 List

Name	Notice Name	Address 1	Address 2	City	State	Zip	Country	Phone	Fax	Email	Party/Function
Cornolly Bove Lodge & Huiz LLP	Min Park Esq	1875 Eye St NW 11th Fl		Washington	DC	20006		202-331-7111	202-293-6229	mpark@cblh.com	Counsel for Inland Southwest Management LLC; Inland American Retail Management LLC; Inland US Management LLC; Inland Pacific Property Services LLC; Inland Commercial Property Management, Inc.; and Inland Continental Property Management Corp.
Cook Heyward Lee Hopper & Feehan PC	David D Hopper Esq	4551 Cox Rd Ste 210	PO Box 3059	Glen Allen	VA	23058-3059		804-747-4500	804-762-9608	ddhopper@clhlf.com	Counsel for Rio Associates Limited Partnership
Core Properties Inc	James Donaldson	831 E Morehead St Ste 445		Charlotte	NC	28202		704-342-0410	704-342-0704		Counsel for Alliance-Rocky Mount, LLC
Cox Castle & Nicholson LLP	Jess R Bressi Esq	19800 MacArthur Blvd Ste 500		Irvine	CA	92612		949-476-2111	949-476-0236	jpressi@coxcastle.com	Counsel for RJ Ventures, LLC and K&G Dearborn LLC
Culbert & Schmitt PLLC	Ann E Schmitt	300 Catocin Cir SE		Leesburg	VA	20175		703-737-7797	703-737-6470	aschmitt@culbert-schmitt.com	Counsel for Plaza Las Palmas LLC
Developers Diversified Realty Corporation	Eric C Cotton Esq	PO Box 227042	3300 Enterprise Pkwy	Beachwood	OH	44122		212-755-5500		ecotton@ddrc.com	Corporate Counsel
Donahue Gallagher Woods LLP	William R Hill	300 Lakeside Dr Ste 1900		Oakland	CA	94612		510-451-0544	510-832-1486	rock@donahue.com	Counsel for Monte Vista Crossings, LLC
Donchess Notlinger & Tamposi	Peter N Tamposi	547 Amherst St Ste 204		Nashua	NH	03063		603-886-7266		pete@dntrc.com	Counsel for Eastman Kodak Company
Duane Morris LLP	Rudolph J Di Massa Jr Esq	30 S 17th St		Philadelphia	PA	19103		215-979-1506	215-689-2138	DMassa@duanemorris.com	Counsel for Audiobox Corporation
Durrette Bradshaw PLC	Roy M Terry Jr Esq	600 E Main St 20th Fl		Richmond	VA	23219		804-775-6900	804-775-6911	terrym@durrettebradshaw.com	Counsel for Hewlett Packard Company
Enterprise Asset Management Inc	Lee Sudakoff	521 Fifth Ave Ste 1804		New York	NY	10175		212-824-1151	212-824-1102	lsudakoff@easets.com	Counsel for South Shields #1, Ltd.
Envision Peripherals Inc	Gay Richey	47480 Seabridge Dr		Fremont	CA	94538				gay@eplus.com	Envision Peripherals, Inc.
Ervin Cohen & Jessup LLP	Michael S Kogan	9401 Wilshire Blvd 9th Fl		Beverly Hills	CA	90212		310-273-6333	310-859-2325	mikogan@ecjlaw.com	Counsel for Titan Distribution LLC
Feldstein Fitzgerald Willoughby & Pascuzzi LLP	Paul J Pascuzzi	400 Capitol Mall Ste 1450		Sacramento	CA	95814		916-329-7400x222	916-329-7435	ppascuzzi@fhwplaw.com	Counsel for McClatchy Company; Bloxi Sun Heald; Columbus Ledger-Enquirer; Charlotte Observer; Fort Worth Star-Telegram; Island Packet; Macon Telegraph; Raleigh News & Observer; Myrtle Beach Sun News; Columbia State; Belleville News-Democrat; Bellingham Herald; Igloo Statesman; Kansas City Star; Tri-City Herald; Tacoma News Inc; Olympian; Centre Daily Times (State College); Wichita Eagle; Fresno Bee; Lexington Herald-Leader; Modesto Bee; Miami Herald; Merced Sun Star; Sacramento Bee; Bradenton Herald; San Luis Obispo Tribune
Foster Pepper PLLC	Christopher M Alston	1111 Third Ave Ste 3400		Seattle	WA	98101		206-447-4400			Counsel for 507 Northgate, LLC
Friedman Dumas & Springwater LLP	Ellen A Friedman Esq	150 Spear St Ste 1600		San Francisco	CA	94105		415-834-3800	415-834-1044	efriedman@friedmanspring.com	Counsel for Hewlett-Packard Company
Glass & Reynolds	David G Reynolds Esq	PO Box 1700		Corrales	NM	87048		505-899-5019	505-792-9095	dave@glassandreynolds.com	Counsel for Homero Mala
Goulston & Storrs PC	Christine D Lynch Esq	400 Atlantic Ave		Boston	MA	02110-3333		617-482-1776	617-574-4112		Counsel for E&A Northeast Limited Partnership; Route 146 Milbury LLC; Interstate Augusta Properties LLC; SR Weiner & Associates Inc; Ray Mucci's Inc; NPP Development LLC
Greenberg Glusker Fields Claman & Machinger LLP	Peter D Blouw Esq	1900 Avenue of the Stars Ste 2100		Los Angeles	CA	90067-4590		310-553-3610	310-553-0887	knieger@ggfirm.com	Counsel for Southwinds Ltd
Greenberg Trautman LLP	Jeffrey A Krieger Esq	200 Park Ave		New York	NY	10166		212-801-9200	212-801-6400	ansell@gtlaw.com	Counsel for Gateway Center Properties III, LLC; SMR Gateway III, LLC; Union Square Retail Trust; Whitestone Development Partners, L.P.
Greenberg Trautman LLP	Daniel J Ansell Esq	200 Park Ave		New York	NY	10166		212-801-9200	212-801-6400	ansell@gtlaw.com	Counsel for CC-Investors 1995-6
Hamilton Beach Brands Inc	Howard J Berman Esq	200 Park Ave		Glen Allen	VA	23060		212-801-9200	212-801-6400	bermanh@gtlaw.com	Credit Manager for Hamilton Beach Brands, Inc.
Herrick Feinstein LLP	Bill Ray	4421 Waterfront Dr		New York	NY	10016		212-592-1400	212-592-1500	bill.ray@hamiltonbeach.com	Counsel for Canon U.S.A., Inc.
Hewitt & O Neil LLP	Paul Rubin	Two Park Ave		Irvine	CA	92612		949-798-0500	949-798-0511	probin@herrick.com	Counsel for Targus Inc
Hinckley Allen & Snyder LLP	Lawrence J Hillon	19800 MacArthur Blvd Ste 1050		Boston	MA	02109		617-345-9000	617-345-9020	ldoran@haslaw.com	Counsel for DeMatteo Management, Inc.
Hirschler Fleischer PC	Jennifer V Doran Esq	28 State St		Richmond	VA	23218-0500		804-771-9530	804-544-0957	jfdoran@hflaw.com	Counsel for Alamonte Springs Real Estate Associates; 502-12 86th Street LLC; Woodlawn Trustees, Incorporated; Basile Limited Liability Company
	Michael P Falzone Esq	PO Box 500								mfalzone@hflaw.com	
	Shelia de la Cruz Esq									sdela@hflaw.com	

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Name	Notice Name	Address 1	Address 2	City	State	ZIP	Country	Phone	Fax	Email	Party/Function
Hodgson Russ LLP	Garry M Graber Esq Scott R Kipnis Esq Rachel N Greenberger Esq Nicholas B Mallico Esq	The Guaranty Bldg 530 Fifth Ave 2099 Pennsylvania Ave NW Ste 100	140 Pearl St Ste 100	Buffalo	NY	14202		716-856-4000	716-849-0349	Ggraberm@HodgsonRuss.com skipnis@hqr.com rgreenberger@hqr.com nmallico@hqr.com	Counsel for Manufacturers & Traders Trust Company
Hofheimer Garfiri & Gross LLP	Richard E Lear	2290 First National Bldg 660 Woodward Ave		New York	NY	10036		212-818-9000	212-869-4830	richard.lear@hklaw.com	Counsel for Dollar Tree Stores, Inc.
Holland & Knight LLP	Seth A Drucker Esq Benjamin C Ackerty JR Smith Henry Toby P Long III J Eric Crupi	2290 First National Bldg 660 Woodward Ave Riverfront Plz E Tower 951 E Byrd St 1900 K St NW		Washington	DC	20006		202-457-7049	202-955-5564	richard.lear@hklaw.com	CapTech Ventures, Inc.
Honigman Miller Schwartz and Cohn LLP	Robert S Westermann Esq	13800 Diplomat Dr 1120 20th St NW 300 Garden City Plz		Detroit	MI	48226		313-465-7626	313-465-7627	robert.s.westermann@hmlaw.com	Counsel for McKinley, Inc.; Ritz Motel Company
Huntton & Williams LLP	David H Cox Esq John J Matteo Esq	951 E Byrd St S Tower		Richmond	VA	23219-4074		804-788-8200	804-788-8218	john.j.matteo@hwlaw.com	Counsel for Panasonic Corporation of North America; Taubman Auburn Hills Associates Limited Partnership
Huntton & Williams LLP	Michael S Held Esq	1445 Ross Ave Ste 3700		Washington	DC	20006		202-419-2143	202-778-7445	ecrupi@huntton.com	Counsel for Taubman Auburn Hills Associates Limited Partnership
Huntton & Williams LLP	Robert S Westermann Esq	13800 Diplomat Dr 1120 20th St NW 300 Garden City Plz		Dallas	TX	75202-2799		214-468-3334	214-468-3599	rwestermann@huntton.com	Counsel for Harvest HPE LP; Cypress CC Marion LLP
Huntton & Williams LLP	Robert S Westermann Esq	13800 Diplomat Dr 1120 20th St NW 300 Garden City Plz		Richmond	VA	23219-4074		804-788-8200	804-788-8218	rwestermann@huntton.com	Counsel for Harvest HPE LP; Cypress CC Marion LLP; COMSYS Information Technology Services, Inc. and COMSYS Services, LLC
IBM Corporation	Vicky Nantken	13800 Diplomat Dr 1120 20th St NW 300 Garden City Plz		Dallas	TX	75204		202-457-1600	202-457-1678	dox@ibm.com	Counsel for IBM Corporation; InfoPrint Solutions Company
Jackson & Campbell PC	David H Cox Esq John J Matteo Esq	951 E Byrd St S Tower		Washington	DC	20036		202-457-1600	202-457-1678	dox@ibm.com	Counsel for Port Arthur Holdings, III, Ltd
Jaspan Schlesinger LLP	Hale Yazicioglu Esq	300 Garden City Plz		Garden City	NY	11530		516-746-8000	516-393-8282	hazicioglu@jaspanllp.com	Counsel for AVR CPC Associates LLC
Jeffer Mangels Butler & Marmaro LLP	David M Polras PC	1900 Avenue of the Stars 7th Fl		Los Angeles	CA	90067		310-203-8080	310-712-8571	dpolras@jmbm.com	Counsel for THQ, Inc.
John Marshall Collins PC	John Marshall Collins Esq	50 W San Fernando St Ste 400		San Jose	CA	95113		202-778-9000	202-778-9100	johnm@jmc.com	Counsel for Daily City Partners I, L.P.
K&L Gates LLP	Eric C Rusnak	1601 K St NW		Washington	DC	20006-1600		202-778-9000	202-778-9100	eric.rusnak@kkgates.com	Counsel for Microsoft Corporation
K&L Gates LLP	Marc Barreca	925 Fourth Ave Ste 2900		Seattle	WA	98104-1158		206-623-7580	206-623-7022	marc.barreca@kkgates.com	Counsel for Microsoft Corporation
Katsky Korins LLP	Sleven H Newman Esq c o Brian D Huben c o Thomas J Leanse c o Dustin P Branch	605 Third Ave 16th Fl		New York	NY	10158		212-953-6000	212-953-6889	snorman@katskykorins.com	Counsel for 502-12 LLC; 502-12 86th St LLC
Katten Muchin Rosenman LLP	Paul K Campsen Esq	2029 Century Park E Ste 2600		Los Angeles	CA	90067-3012		310-788-4400		pkcampsen@kattm.com	Counsel for The Macerich Company; PREEF Property Management; Watt Companies, Cousins Properties; Portland Investment Company of America; and Prudential Insurance Company of America
Kaufman & Canoles	Paul K Campsen Esq	150 W Main St Ste 2100		Norfolk	VA	23510		757-624-3000	757-624-3169	pkcampsen@kaufcan.com	Counsel for Ramco West Oaks I, LLC; Ramco JW, LLC; RLV Village Plaza, LP; RLV Vista Plaza, LP; Rebs Musegon LLC; Pelkar Musegon, LLC; Fararm Musegon, LLC
Kelley Drye & Warren LLP	James S Carr Esq Robert L LeHane Esq	101 Park Ave		New York	NY	10178		212-808-7800	212-808-7807	kelleydrye@kelleydrye.com	Counsel for Developers Diversified Realty Corporation; Weingarten Realty Investors; Basser-Kaufman; General Growth Properties, Inc.; Jones Lang LaSalle Americas, Inc.; Phillips International; S.J. Collins Enterprises, Goodman Enterprises; DeHart Holdings; Weeks Properties CG Holdings; FW CA-BREA Marketplace LLC; Regency Centers, L.P.; RC CA Santa Barbara, LLC;
Kepley Broschous & Biggs PLC	William A Broschous Esq James A Pardo Jr Theodore D Wilson	7201 Glen Forest Dr Ste 102 1180 Peachtree St		Richmond	VA	23226		804-288-3446	804-288-3661	wbroschous@kbbpc.com	Counsel for Kamin Realty Company
King & Spalding LLP	Heather D Dawson Esq Michael L Tuchin	11 Piedmont Cir Ste 900 1999 Avenue of the Stars 39th Fl		Atlanta	GA	30309		404-572-4600	404-572-5129	hadowson@kslaw.com	Counsel for Mitsubishi Electric & Electronics USA, Inc. and Mitsubishi Digital Electronics America, Inc.
Kitchens Kelly Gaynes PC	Jeffrey Kurtzman Esq	260 S Broad St		Atlanta	GA	30305		404-237-4100	404-364-0126	hdawson@kkgpc.com	Counsel for Westgate Village LP
Klee Tuchin Bogdanoff & Stern LLP	Jeffrey Kurtzman Esq	260 S Broad St		Los Angeles	CA	90067-6049		215-569-4493	215-569-5603	mtuchin@ktslaw.com	Counsel for Paramount Home Entertainment
Klehr Harrison Harvey Branzburg & Eilers LLP	Anthony J Cicchello Esq	600 Atlantic Ave		Philadelphia	PA	19102		215-569-4493	215-569-5603	kcicchello@khehr.com	Counsel for The Goldenberg Group
Krolikas & Bluestein LLP	Terrence A Hiller Jr Esq David M Blau Esq	25800 Northwestern Hwy Ste 950		Boston	MA	02210		248-357-0000	248-357-7488	terrence.hiller@kblaw.com	Counsel for Loop West LLC, by its Managing Agent The Wilder Companies, Ltd
Kupelian Ormond & Nagy PC	David M Blau Esq	25800 Northwestern Hwy Ste 950		Southfield	MI	48075		248-357-0000	248-357-7488	dmb@kompc.com	Counsel for Ramco West Oaks I, LLC; Ramco JW, LLC; RLV Village Plaza, LP; RLV Vista Plaza, LP; Rebs Musegon, LLC; Pelkar Musegon, LLC; Fararm Musegon, LLC

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Name	Notice Name	Address 1	Address 2	City	State	ZIP	Country	Phone	Fax	Email	Party/Function
Kutak Rock LLP	Michael A Condydes Esq Loc Pfeiffer Esq Peter J Barrett Esq	1111 E Main St Ste 800		Richmond	VA	23219-3500		804-644-1700	804-783-6192	michael.condydes@kutakrock.com loc.pfeiffer@kutakrock.com peter.barrett@kutakrock.com	Counsel for Sony Electronics Inc., Schottenstein Property Group, Inc.
Landsberg Margulies LLP	Ian S Landsberg Esq	16030 Ventura Blvd Ste 470		Encino	CA	91436		818-705-2777	808-705-3777	josef.althaus@lw.com	Counsel for Eaglebridge Associates, LLC; Torrance Towne Center Associates, LLC; MMC Stratford, LLC and FUL-MVP, LLC
Latham & Watkins LLP	Josef S Althaus	Sears Tower Ste 5800	233 S Wacker Dr	Chicago	IL	60606		312-876-7700	312-993-9767	sheehan@lxschools.com	Counsel for Hico Merchant Resources, LLC and Gordon Brothers Retail Partners, LLC
Law Office of Robert E Luna PC	Andrea Sheehan	4411 N Central Expressway		Dallas	TX	75205		214-521-8000	214-521-738	rkgw@lw@aol.com	Counsel for Lewisville Independent School District
Law Offices of Ronald K Brown Jr	Ronald K Brown Jr	901 Dove St Ste 120		Newport Beach	CA	92660		949-250-3322	949-250-3387	abramowitz@larypc.com	Counsel for Pacific Castle Groves, LLC
Lazer Aptheker Rosella & Yedid PC	Robin S Abramowitz	Melville Law Cir	225 Old Country Rd	Melville	NY	11747-2712		631-761-0800		Bruce.Matson@leclairryan.com	Counsel for CC Colonial Trust; CC Joliet Trust; CC Merrillville Trust; Bond Circuit VIII Delaware Trust
LeClairRyan A Professional Corporation	Bruce H Matson	Riverfront Plz E Tower	951 E Byrd St	Richmond	VA	23218-2499		804-783-2003	804-783-2294	skish@lehhardt.com	Counsel for Bank of America, N.A., as Agent
Lehnardt & Lehnardt LLC	Stephen K Lehnardt	20 Westwoods Dr		Liberty	MO	64068-3519		816-407-1400	816-407-9088	jeremy.friedberg@lfr.com	Counsel for 3725 Airport Blvd LP
Leitless Leitless Friedberg & Fedder PC	Jeremy S Friedberg Esq Gordon S Young Esq	One Corporate Cir	10451 Mill Run Cir Ste 1000	Owings Mills	MD	21117		410-581-7400	410-581-7410	gordon.young@lfr.com	Counsel for Toshiba America Consumer Products, LLC; and Toshiba America Information Systems, Inc.
Lew Stoppel & Carmelo LLP	Larry Stoppel Esq	1425 RexCorp Plz		Uniondale	NY	11556-1425		516-802-7008	516-802-7008	lstopol@levystoppel.com	Counsel for Audiovox Corporation
Lim Ruger & Kim LLP	Samuel S Oh Esq	1055 W Seventh St Ste 2800		Los Angeles	CA	90017		213-955-9500	213-955-9511	sam.oh@limruger.com	Counsel for Averatec/Trigem USA
Lineberger Goggan Blair & Sampson LLP	Diane W Sanders	PO Box 17428	1949 S IH 35 78741	Austin	TX	78760		512-447-6675	512-443-5114	austin.bankruptcy@publicans.com	Counsel for City of Round Rock; Meleman County; South Texas ISD; South Texas College; City of McAllen; McAllen ISD; Cameron County; Nueces County
Lineberger Goggan Blair & Sampson LLP	Elizabeth Weller	2323 Bryan St Ste 1600		Dallas	TX	75201		214-880-0089	469-221-5002	dallas.bankruptcy@publicans.com	Counsel for Dallas County and Tarrant County
Lineberger Goggan Blair & Sampson LLP	John P Dillman	PO Box 3064		Houston	TX	77253-3064		713-844-3478	713-844-3503	houston.bankruptcy@publicans.com	Counsel for Harris County, et al; Fort Bend County; Cypress-Fairbanks Independent School District; Montgomery County
Litwines and Blocher LLP	Bradford F Englander Esq Brian M Nestor Esq	7200 Wisconsin Ave Ste 800		Bethesda	MD	20814		301-961-5125	301-564-2801	banglander@litwines-law.com	Counsel for Alliance Entertainment Corporation and Source Interlink Media, LLC
Lionel J Postic PC	Lionel J Postic Esq	125 Towpark Dr Ste 300		Kennesaw	GA	30144		770-977-6767		bnestor@litwines-law.com	Counsel for Sun Belt General Contractors, Inc.
Loudoun County Attorney	John R Roberts	One Harrison St SE	MSC No 06	Leesburg	VA	20175-3102		703-777-0307	703-771-5025	Bellkys.Escobar@loudoun.gov	Counsel for Loudoun County
Lowenstein Sandler PC	Vincent A D Agostino Esq	65 Livingston Ave		Roseland	NJ	07068		973-597-2500	973-597-2400	vdagostino@lowenstein.com	Counsel for AT&T
Macdermid Reynolds & Glissman PC	Michael S Stiebel	86 Farmington Ave		Hartford	CT	06105		860-278-1900	860-547-1191	mstiebel@mgjlaw.com	Counsel for Basile Limited Liability Company
Madison County Alabama Tax Collector	Lynda Hall	Madison County Courthouse	100 Northside Sq	Huntsville	AL	35801		256-532-3369	256-531-3368		Counsel for Tax Collector of Madison County, Alabama
Mages Foster Goldstein & Sayers PC	A Carter Magee Jr W Joel Charbonneau	PO Box 404		Roanoke	VA	24003		540-343-9800	540-343-9898	cmages@mfgs.com charbonneau@mfgs.com	Counsel for Lewisville Independent School District; Arlington ISD; Alief ISD; Baybrook MUD 1; Brazoria County; Brazoria County MUD #6; Burlison ISD; Carroll ISD; City of Cedar Hill; City of Hurst; City of Lake Worth; City of Wichita Falls; Clear Creek ISD; Fort Bend ISD; Fort Bend LID 2; Fort Worth ISD; Galena Park ISD; Hidalgo County & H.C. Drainage District #1; Humble ISD; Lubbock CAD; Midland County Tax Office; Potter County Tax Office; Tyler ISD; Wichita County; Wichita Falls ISD; Woodlands Metro MUD; Woodlands RUD #1
Magruder Cook Carmody & Koutsoufakis	Anne M Magruder Esq Leon Koutsoufakis Esq	1889 Preston White Dr Ste 200		Reston	VA	20191		703-766-4400	703-766-4408	koutsu@magruderpc.com clark@magruderpc.com	Counsel for Washington Real Estate Investment Trust
McCartier & English LLP	Clement J Farley	Four Gateway Cir	100 Mulberry St	Newark	NJ	07102-4096		973-622-4444	973-624-7070	aabreu@mccarter.com	Counsel for PNY Technologies, Inc.
McCreary Veselka Bragg & Allen PC	Angela Sheffer Abreu Michael Reed	PO Box 1269		Round Rock	TX	78680		512-323-3200			Attorney for Williamson County, Texas, et al.
McDermott Will & Emery LLP	Geoffrey T Raicht Esq	340 Madison Ave		New York	NY	10173-1922		212-547-5400	212-547-5444	gtraicht@mve.com	Counsel for Alamoite Springs Real Estate Associates
McDermott Will & Emery LLP	Karla L Palmer Esq Mary E Olden Esq	600 13th St NW		Washington	DC	20005-3096		202-756-8000	202-756-8087	kpalmer@mve.com molden@mve.com	Counsel for Alamoite Springs Real Estate Associates
McDonough Holland & Allen PC	Andre K Campbell Esq Sean Thomas Thompson Esq	555 Capitol Mall Ste 950		Sacramento	CA	95814		916-444-3900	916-444-9334	acampbell@mhalaw.com stthompson@mhalaw.com	Counsel for Colorado Structures, Inc., dba CSI Construction Company
McKenna Long & Aldridge LLP	John G McKunkin Esq	1900 K St NW		Washington	DC	20006		202-496-7312	202-496-7094	jmcunkin@mckennalong.com	Counsel for Bethesda Softworks, LLC

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Name	Notice Name	Address 1	Address 2	City	State	ZIP	Country	Phone	Fax	Email	Party/Function
McKenna Long & Alridge LLP	John G. McKunkin Esq. J. David Folds	1900 K St NW		Washington	DC	20006		202-496-7312 202-496-7521	202-496-7084 202-496-7756	jmcunkin@mcckennalong.com dfolds@mcckennalong.com	Counsel for 120 Orchard LLC; 427 Orchard LLC; FT Orchard LLC; Marc Realty
Mentier Rudin & Trivelpiece PC	Kevin M. Newman Esq.	308 Mallie St Ste 200		Syracuse	NY	13204-1498		315-474-7541	315-474-4040	knewman@mentierlaw.com	Counsel for Carousell Center Company, L.P.; Sangertown Square, LLC; EckleCo NewCo, LLC; Landover, LLC; Charlotte UY, LLC; Cameron Bayonne, LLC; and Fingerlakes Crossing, LLC
Mercer Triggiani LLP	Philip C. Bava Esq.	16 S Second St		Richmond	VA	23219		804-782-8691	804-644-0209	phil.bava@mercercertiggiani.com	Counsel for Giant of Maryland LLC and The Stop & Shop Supermarket Company LLC
Michael J. Sawyer	Quincy Ctr Plaza	PO Box 55888	1385 Hancock St	Quincy	MA	02169		617-770-6003	617-770-6091	mawyer@stopandshop.com	
Michelle Leeson CFCA		PO Box 25300		Bradenton	FL	34206-5300		941-741-4835	941-741-4865	michellele@taxcollector.com	Counsel for Ken Burton Jr., Manatee County Tax Collector
Michelle Leeson CFCA		819 US 301 Blvd W		Bradenton	FL	34205		941-741-4835	941-741-4865	michellele@taxcollector.com	Counsel for Ken Burton Jr., Manatee County Tax Collector
Miller Canfield Paddock and Stone PLC	John L. Senica	225 W Washington Ste 2600		Chicago	IL	60606		312-460-4215	312-460-4201	senica@millercanfield.com	Counsel for Evergreen Plaza Associates Limited Partnership; Evergreen Plaza Associates I, LP; and TPG Management Inc.
Missouri Department of Revenue	Afin Richard M. Maselles	Bankruptcy Unit	PO Box 475	Jefferson City	MO	65105-0475		573-751-5531	573-751-7232	senica@millercanfield.com	Counsel for Department of Revenue
Mitsubishi Digital Electronics America Inc	Brian Ateberry	AV Division	9351 Jeronimo Rd	Irvine	CA	92616		949-465-6079	949-609-4924	bateberry@mdea.com	Counsel for Mitsubishi Electric & Electronics USA, Inc. and Mitsubishi Digital Electronics America, Inc.
Monarch Alternative Capital LP	Andrew Herenstein	535 Madison Ave		New York	NY	10022		212-554-1742	866-741-2505	Andrew.Herenstein@monarchclp.com	Monarch Alternative Capital LLP
Morgan Lewis & Bockius LLP	Neil E. Herman Esq.	101 Park Ave		New York	NY	10178-0600		212-309-6669	212-309-6001	nherman@morganlewis.com	Counsel for Kinco Realty Corporation
Neuberger Quinn Gielen Rubin & Glibber PA	Deborah H. Davan Esq. Michael J. Sage Esq. Karyn B. Zeidman Esq.	One South St 27th Fl Times Square Tower		Baltimore	MD	21202-3282		410-332-8550	410-332-8505	dhdav@nqgr.com msage@nqgr.com kzeidman@nqgr.com	Counsel for Circuit City Indianapolis 98, LLC; Circuit City Jackson 98, LLC; Circuit City Harper Woods 98, LLC; Circuit City Green Bay 98, LLC; Circuit City East Lansing 98, LLC
Office of Joe G. Tedder CFC	Bonnie Holly	Delinquency and Enforcement Dept of Labor and Industry Reading Bankruptcy & Compliance Unit	7 Times Square PO Box 2016	Barlow	FL	33831-2016		863-534-4746/5718	863-534-4741	bonnieholly@polktaxes.com	Counsel for Pan Am Equities, Inc.
Office of Unemployment Compensation Tax Services	Timothy A. Bortz	625 Cherry St Rm 203		Reading	PA	19602-1184		610-378-4044	610-378-4459	tbortz@state.pa.us	Counsel for the Tax Collector for Polk County, Florida
Oklahoma County Treasurer	Tammy Jones Pro Se Michael S. Fox Esq. Frederick J. Levy Esq.	320 Robert S. Kerr Rm 307 Park Avenue Tower		Oklahoma City	OK	73102		405-713-1323		mfox@okshianlaw.com levy@okshianlaw.com	Office of Unemployment Compensation Tax Services
Oppenheimer Blend Harrison & Tate Inc.	Raymond W. Bantaglia Scott A. Stengel Esq. Jonathan P. Guy Esq.	711 Navarro 6th Fl Columbia Ctr		San Antonio	TX	78205		210-224-2000	210-224-7540	Rbantaglia@obhl.com sstengel@ornick.com guy@ornick.com	Counsel for The Miner Corporation
Orrick Herrington & Sutcliffe LLP	Jeremy Dacks	100 King St W 1 First Canadian Pl	1152 15th St NW	Washington	DC	20005-1706		202-339-8400	202-339-8500	jacks@osler.com	Counsel for MITAC USA Inc.
Osler Hoskin & Hardcourt LLP	Marc S. Wasserman R. Timothy Bryan	Ste 6100 PO Box 50		Toronto	ON	MSX 1B8	Canada	416-862-4923 416-862-4908	416-862-6666	mwaserman@osler.com rbryan@osler.com	
Patton Boggs LLP	Alan M. Noskow	8484 Westpark Dr 8th Fl		McLean	VA	22102		703-744-8000	703-744-8001	anoskow@pattonboggs.com	Counsel for Navarre Distribution Services, Inc.
Pension Benefit Guaranty Corporation	Sara B. Eagle Esq.	Office of the Chief Counsel	1200 K St NW	Washington	DC	20005-4026		202-326-4020x3881 800-470-7242x3881	202-326-4112	saeagle@pbgc.gov afle@pbgc.gov	Counsel for Pension Benefit Guaranty Corporation
Perdue Brandon Fielder Collins & Mott LLP	Elizabeth Banda Yolanda Humphrey Stephen W. Spence Esq. Scott L. Adkins Esq.	PO Box 13430		Arlington	TX	76094-0430		817-461-3344	817-960-6509	arbanda@pbfc.com yhumphrey@pbfc.com swspence@pbfc.com sladkins@pbfc.com	Counsel for the City of Cedar Hill; Burleson ISD; Arlington ISD; City of Hurst; Mansfield ISD; Carroll ISD; City of Lake Worth; Arlington ISD; Allen ISD; Baybrook MUD #1; Brazoria County, Brazoria County MUD #6; Burleson ISD; Carroll ISD; City of Cedar Hill; City of Hurst; City of Lake Worth; City of Wichita Falls; Clear Creek ISD; Fort Bend ISD; Fort Bend LID 2; Fort Worth ISD; Galena Park ISD; Hidalgo County & H.C. Drainage District #1; Humble ISD; Lubbock County; Midland County Tax Office; Potter County Tax Office; Tyler ISD; Wichita County; Wichita Falls ISD; Woodlands Metro MUD; Woodlands RUD #1
Phillips Goldman & Spence PA		1200 N. Broom St		Wilmington	DE	19808		302-855-4200	302-855-4210	sls@psslaw.com	Counsel for Dicker-Warrington Properties

Name	Notice Name	Address 1	Address 2	City	State	ZIP	Country	Phone	Fax	Email	Party/Function
Pima County Attorney Civil Division	German Yusuf	32 N Stone Ste 2100		Tucson	AZ	85701		520-740-5750			Counsel for PIMA County
Postmark Blankstein & Lund LLP	Robert Somma Esq Laura A Oleni Esq	Prudential Tower	800 Boylston St	Boston	MA	02199		617-973-6100	617-367-2315	rsomma@pbl.com loleni@pbl.com	Counsel for Salem Rockingham LLC Counsel for Prince George's Station Retail, LLC; Gould Investors, L.P.; Georgia Pension Associates Realty Corp.; OLD CCantioth, LLC; OLP CCFairview Heights, LLC; OLP CCFairguson, LLC; OLP CCFlorence, LLC; OLP CCST Louis, LLC, and OLP 6609 Grand, LLC
Powell Goldstein LLP	William C Crenshaw Esq	901 New York Avenue NW Third Fl		Washington	DC	20001		202-624-7380	202-624-7222	wrenshaw@pogolaw.com	Counsel for Plaza Las Palmas LLC
Procopio Cory Hargreaves & Savitch LLP	Gerald P Kennedy Brian Strower Esq	530 B St Ste 2100		San Diego	CA	92101		619-515-3239	619-235-0398	gpk@procopio.com bstrower@quarles.com	Counsel for DFS Services LLC
Quarles & Brady LLP	Lori L Winkelman Esq Catherine M Guastello Esq	Renaissance One	Two N Central Ave	Phoenix	AZ	85004-2391		602-229-5200	602-229-5690	twinkelm@quarles.com cguastello@quarles.com	Counsel for United Parcel Service, Inc.; UPS Ground Freight, Inc.; and Bedford Properties LLC
Quarles & Brady LLP	Catherine M Guastello Esq Faye B Feinstein Esq	Two N Central Ave		Phoenix	AZ	85004		602-229-5200		cguastello@quarles.com faye@quarles.com	Counsel for United Parcel Service, Inc.; UPS Ground Freight, Inc.; and Bedford Properties LLC
Quarles & Brady LLP	Christopher Combs Esq	500 W Madison St Ste 3700		Chicago	IL	60661		312-715-5000	312-715-5155	chcombs@quarles.com	Counsel for Tamarack Village Shopping Center LP
Ravich Meyer Kirkman McGrath Nauman & Tansey PA	Michael F McGrath Esq	4545 DS Cir	80 S Eighth St 8044 Montgomery Rd Ste 520	Minneapolis	MN	55402		612-332-8511	612-332-8302	mfmgrath@ravichmeyer.com	Associate Corporate Counsel for Regency Centers
Regency Centers	Catherine L Strauss	Regency Corporate Counsel		Cincinnati	OH	45236		513-686-1626		catherine@regencycenters.com	Counsel for Bank of America, N.A., as Agent
Riemer & Braunstein LLP	David S Berman	Three Cir Ptz 6th Fl		Boston	MA	02108		617-880-3456	617-880-3456	Dberman@riemerlaw.com	Counsel for F&M Properties, Inc.
Robinson Brog Leinwand Greene Genovese & Gluck PC	Fred B Ringel Esq	1345 Avenue of the Americas		New York	NY	10105		212-603-6300	212-581-5981		Counsel for Watercross Associates LP, LLP, dba Pearline Center
Robinson Diamant & Wolkowitz	Douglas D Kappler Esq	1888 Century Park E Ste 1500		Los Angeles	CA	90067		310-277-7400	310-277-7584	dkappler@dclawcorp.com	Counsel for County of Riverside, CA
Romero Law Firm	Martha E Romero	BMR Professional Building	6516 Bright Ave	Whittier	CA	90601				romero@romerolawfirm.com	Counsel for Simon Property Group Inc
Ronald M Tucker Esq		225 W Washington St		Indianapolis	IN	46204		317-263-2346	317-263-7901	rucker@simon.com	Counsel for AmREIT
Ross Banks May Cron & Cavin PC	c o James V Lombardi III	2 Riverway Ste 700		Houston	TX	77056		713-626-1200	713-623-6014	vlombard@rossbanks.com	Counsel for FM Facility Maintenance, f/k/a IPT, LLC
Saiber LLC	Nancy A Washington Esq William A Gray	One Gateway Cir 13th Fl		Newark	NJ	07102		973-622-3333	973-622-3349	naw@saiber.com	Counsel for Monument Consulting, LLC
Sands Anderson Marks & Miller	C Thomas Ebel	PO Box 1998	801 E Main St Ste 1800	Richmond	VA	23218-1998		804-783-7237	804-783-7291		Counsel for Reverend Dwayne Funches, individually, and as Independent Executor of the Estates of Travis Funches, Dione Funches, Dwayne Funches, Jr., Emily Funches, Lovers S Funches, Shaira Funches, individually, UTC I, LLC; PrattCenter, LLC; Valley Corners Shopping Center, LLC
Sands Anderson Marks & Miller PC	C Thomas Ebel Esq William A Gray Esq Peter M Pearl Esq Lisa Taylor Hudson Esq	801 E Main St		Richmond	VA	23219		804-648-1636		cbelmonte@sabb.com ppearl@sabb.com lshudson@sabb.com	Counsel for International Business Machines Corporation
Satterlee Stephens Burke & Burke LLP	Christopher R Belmonte Esq Pamela A Bosswick Esq Abigail Snow Esq	230 Park Ave		New York	NY	10169		212-818-9200	212-808-9606	abosswick@sabb.com asnow@sabb.com	Counsel for FR E2 Property Holding, L.P.
Saul Ewing LLP	Edith K Alice Esq	Lockwood Pl	500 E Pratt St Ste 900	Baltimore	MD	21202-3171		410-332-8600	410-332-8662	ealice@saul.com	Counsel for FR E2 Property Holding, L.P.
Saul Ewing LLP	Jeremy W Ryan Esq Lawrence S Burnat Esq	PO Box 1266	222 Delaware Ave	Wilmington	DE	19801		302-421-6805	302-421-5861	jryan@saul.com burnat@saul.com	Counsel for Turner Broadcasting System, Inc.
Schreder Wheeler & Flint LLP	J Carole Thompson Hord Esq Michael L Cook David M Hillman Meghan M Breen	1100 Peachtree St NE	Ste 800	Atlanta	GA	30309		404-681-3450	404-681-1046	phord@wdfp.com mcook@sirz.com dhillman@sirz.com meghan.breen@sirz.com	Counsel for Panasonic Corporation of North America
Schulte Roth & Zabel LLP	William J Factor Esq	919 Third Ave		New York	NY	10022		212-756-2000	212-595-5955	wfactor@sefarrh.com	Counsel for Arboreum of South Barrington, LLC
Seyfarth Shaw LLP	Shulman Rogers Gandal Pordy & Eckert PA	131 S Dearborn St Ste 2400		Chicago	IL	60603		312-460-5973	212-460-7973	shulman@sefarrh.com	Counsel for Saul Holdings Limited Partnership
Shutts & Bowen LLP	Stephen A Metz Esq	11921 Rockville Pike Ste 300		Rockville	MD	20852-2743		301-230-6564	301-230-2891	smetz@sefarrh.com	Counsel for Cameron Group Associates LLP
Shutts & Bowen LLP	Andrew M Brumby	300 S Orange Ave Ste 1000		Orlando	FL	32801		407-835-6901	407-845-7201	abrumb@shutts.com	Counsel for Cameron Group Associates LLP
Shutts & Bowen LLP	Andrew M Brumby	PO Box 4956		Orlando	FL	32802-4956		407-835-6901	407-845-7201	abrumb@shutts.com	Counsel for Lexington Lion Weston LLP
Smith Gambrell & Russell LLP	Brian P Hall Esq	Ste 3100 Promenade II	1230 Peachtree St NE	Atlanta	GA	30309		404-815-3500	404-815-3509	bhall@sglaw.com	Counsel for CAP Brunswick LLC
Smith Moore Leatherwood LLP	F Marion Hughes	300 E McGee Ave Ste 500	PO Box 87	Greenville	SC	29602-0087		864-242-6440	864-240-2474	marion.hughes@smithmoorelaw.com	Counsel for Sony Electronics Inc.
Sony Electronics Inc	Lloyd B Sarakin	1 Sony Dr MD No 1E 4		Park Ridge	NJ	07656		201-730-7483		lloyd.sarakin@am.sony.com	

Circuit City Stores, Inc.
Rule 2002 List

Name	Notice Name	Address 1	Address 2	City	State	ZIP	Country	Phone	Fax	Email	Party/Function
Southwinds Ltd	Paul Resnick	5900 Wilshire Blvd Ste 2600		Los Angeles	CA	90036		323-933-6400	323-933-6440	pr@southwinds.com	Southwinds Ltd
Stempel Bennett Claman & Hochberg PC	Edmond P O'Brien Esq	675 Third Ave 31st Fl		New York	NY	10017		212-681-6500	212-681-4041		Counsel for Green 521 5th Avenue LLC
Stevens & Lee PC	Steven J Adams Esq	111 N 6th St		Reading	PA	19603		610-478-2000	610-376-5610		Counsel for Lexmark International, Inc.
Stinson Morrison Hecker LLP	Jaimie S Dibble	1150 18th St NW Ste 800		Washington	DC	20036-3816		202-785-9100	202-785-9163	jdibble@stinson.com	Garmin International, Inc.
Stromberg & Associates PC	Mark Stromberg	Two Lincoln Ctr	5420 LBJ Fwy Ste 300	Dallas	TX	75240		972-458-5353	972-770-2156	mark@stromberglawfirm.com	Consel for CDB Falcon Surland Plaza LP
Sturman Treister & Glatt PC	Eric D Goldberg	1901 Avenue of the Stars 12th Fl		Los Angeles	CA	90067		310-228-5600	310-228-5788	egoldberg@sturman.com	Counsel for Sirius XM Radio Inc. and XM Satellite Radio Inc.
Taft Stettinius & Hollister LLP	Jeffrey J Graham Mark K Arnes	One Indiana Sq Ste 3500		Indianapolis	IN	46204		317-713-3500	317-713-3699	jgraham@taftlaw.com	Counsel for Greenwood Point, LP and Washington Corner, LP
Taxing Authority Consulting Services PC	Jeffrey Scharf	PO Box 771476		Richmond	VA	23255		804-649-2445		mark@taxva.com	Counsel for Commonwealth of Virginia, Dept of Taxation
Texas Attorney Generals Office	Mark Browning	Bankruptcy & Collections Division	PO Box 12548	Austin	TX	78711-2548		512-475-4883	512-482-8341	bkmbrowning@aag.state.tx.us	Counsel for the Texas Comptroller of Public Accounts and Texas Workforce Commission
The Cafaro Company	Richard T Davis	PO Box 2186	2445 Belmont Ave	Youngstown	OH	44504-0186		330-747-2661	330-743-2902	rdavis@cafaro.com	Counsel for Howard Commons Partnership, Huntington Mail Company, Kentucky Oaks Mall Company, and The Cafaro Northwest Partnership
The Law Offices of David A Greer PLC	David A Greer Esq	500 E Main St Ste 1225		Norfolk	VA	23510		757-227-5155	757-227-5158	dgreer@davidgreerlaw.com	Counsel for Pan Am Equities, Inc.
The Melburger Law Firm PC	Janel M Melburger Esq	1493 Chain Bridge Rd Ste 201		McLean	VA	22101		703-556-7871	703-556-8609	admin@melburgerlaw.com	Counsel for Ricmac Equities Corporation
Thomas G King	Mike Lynch	PO Box 4010	One Moorsbridge Road	Kalamazoo	MI	49003-4010		269-324-3000	269-324-3010	king@tech.com	Counsel for Southland Acquisitions, LLC
Travelers		Account Resolution	One Tower Sq 5MN	Hartford	CT	06183		860-277-7971	860-277-2158		Counsel for Travelers
UrbanCal Oakland II LLC	c/o Urban Retail Properties LLC	900 N Michigan Ave Ste 900		Chicago	IL	60611					UrbanCal Oakland II LLC
US Securities and Exchange Commission	Susan R Sherrill Beard	Atlanta Regional Office	Ste 1000 3475 Lenox Rd NE	Atlanta	GA	30326-1232		404-842-7626	404-842-5755	sherrill-beard@sec.gov	US Securities and Exchange Commission
Vonage Holdings Inc	Angelique Electra	23 Main St		Holmdel	NJ	07733		732-226-4187		angelique.electra@vonage.com	Vonage Marketing Inc.
Vonys Sater Seymour and Pease LLP	Malcolm M Mitchell Jr Suparna Banerjee Kara D Lehman	277 S Washington St Ste 310		Alexandria	VA	22314		703-837-6999	703-549-4492	mmitchell@vonys.com sbanerjee@vonys.com klehman@vonys.com	Counsel for Accent Energy California LLC, Polaris Circuit City, LLC
Vonys Sater Seymour and Pease LLP	Tiffany Strelow Cobb Esq	52 E Gay St		Columbus	OH	43215		614-464-8322	614-719-4663	iscobb@vsspc.com	Counsel for Platform-A Inc.; Advertising.com Inc.
Weiland Golden Smiley Wang Ekvall & Strok LLP	Lei Lei Wang Ekvall Esq Jenny J Hyun Esq	650 Town Ctr Dr Ste 950 2600 Citadel Piz Dr		Costa Mesa Houston	CA TX	92626 77008		714-966-1000 713-866-6836	714-966-1002	lekwall@weilallo.com jhyun@weilandgolden.com	Counsel for Western Digital Technologies, Inc. Corporate Counsel
Whiteford Taylor Preston LLP	Kevin G Hrobalek Esq H Jason Gold Esq	7 Saint Paul St		Baltimore	MD	21202		410-347-8700	410-223-4302	kgold@wileyrein.com	Counsel for Annapolis Plaza LLC
Wiley Rein LLP	Dylan G Trache Esq	7925 Jones Branch Dr Ste 6200		McLean	VA	22102		703-905-2800	703-905-2820	dtrache@wileyrein.com	Counsel for LG Electronics USA, Inc.
Williams Mullen	William H Schwartzschild III	Two James Ctr 16th Fl	1021 E Cary St PO Box 1320	Richmond	VA	23218-1320		804-783-6489	804-783-6507	schwartz@williamsmullen.com	Counsel for Vonage Marketing Inc.; Dollar Tree Stores, Inc.
Winthrop & Weinstine PA	Christopher A Camardello Laura Day DelCotto Esq	225 S Sixth St Ste 3500		Minneapolis	MN	55402		612-604-6400	612-604-6800	ccamardello@winthrop.com	Counsel for Navarre Corporation
Wise DelCotto PLLC	Allison Fridy Arbuckle Esq	200 N Upper St		Lexington	KY	40507				allison@wisedel.com	Counsel for M.I.A. Brookhaven, LLC
Wolff Hill McFarlin & Herron PA	David R McFarlin Esq	1851 W Colonial Dr		Orlando	FL	32804		407-648-0058	407-648-0681	dmcfarlin@whmh.com	Counsel for Alexander H Bobinski
Womble Carlyle Sandridge & Rice PLLC	Jeffrey L Tarkenton Todd D Ross	1401 Eye St NW 7th Fl	Ste 700	Washington	DC	20005		202-467-6900	202-261-0050	jtarkenton@wcsr.com	Counsel for Gateway, Inc. and Acer American Holdings Corp.; Amcor Sundclipse North America
Womble Carlyle Sandridge & Rice PLLC	Michael Busenkeil Neil P Goldman Esq	222 Delaware Ave Ste 1501		Wilmington	DE	19801		302-252-4324	302-661-7724	mbsusenkeil@wcsr.com	Counsel for Amcor Sundclipse North America
Young Goldman & Van Beek PC	John P Van Beek Esq	510 King St Ste 416		Alexandria	VA	22313		703-684-3260	703-548-4742	jgoldman@ygvb.com	Counsel for Sacco of Maine LLC

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